1   Brian C. Rocca, S.B #221576   Glenn D. Pomerantz, Bar No. 112503
     brian.rocca@morganlewis.com   glenn.pomerantz@mto.com
2   Sujal J. Shah, S.B #215230   Kuruvilla Olasa, Bar No. 281509
     sujal.shah@morganlewis.com   kuruvilla.olasa@mto.com
3   Michelle Park Chiu, S.B #248421   Nicholas R. Sidney
     michelle.chiu@morganlewis.com   nick.sidney@mto.com
4   Minna Lo Naranjo, S.B #259005   **MUNGER, TOLLES & OLSON LLP**
     minna.naranjo@morganlewis.com   350 South Grand Avenue, Fiftieth Floor
5   Rishi P. Satia, S.B #301958   Los Angeles, California 90071
     rishi.satia@morganlewis.com   Telephone: (213) 683-9100
6   **MORGAN, LEWIS & BOCKIUS LLP**
     One Market, Spear Street Tower   Kyle W. Mach, Bar No. 282090
7   San Francisco, CA 94105   kyle.mach@mto.com
     Telephone: (415) 442-1000   Justin P. Raphael, Bar No. 292380
8   Facsimile: (415) 422-1001   justin.raphael@mto.com
                                                Emily C. Curran-Huberty, Bar No. 293065
9   Richard S. Taffet, *pro hac vice*   emily.curran-huberty@mto.com
     richard.taffet@morganlewis.com   Dane P. Shikman, Bar No. 313656
10   **MORGAN, LEWIS & BOCKIUS LLP**   dane.shikman@mto.com
     101 Park Avenue   **MUNGER, TOLLES & OLSON LLP**
11   New York, NY 10178   560 Mission Street, Twenty Seventh Fl.
     Telephone: (212) 309-6000   San Francisco, California 94105
12   Facsimile: (212) 309-6001   Telephone: (415) 512-4000
     Attorneys for Defendants Google LLC, et al.
13   Jonathan I. Kravis, *pro hac vice*
     Counsel for Defendants   jonathan.kravis@mto.com
14   **MUNGER, TOLLES & OLSON LLP**
                                                601 Massachusetts Ave. NW, Ste 500E
15   Washington, D.C. 20001
                                                Telephone: (202) 220-1100
16

17

18   **UNITED STATES DISTRICT COURT**

19   **NORTHERN DISTRICT OF CALIFORNIA**

20   **SAN FRANCISCO DIVISION**

21

22   **IN RE GOOGLE PLAY STORE**
     ANTITRUST LITIGATION,   Case No. 3:21-md-02981-JD
23
     THIS DOCUMENT RELATES TO:
24   **DECLARATION OF CHRISTIAN**
     Epic Games, Inc. v. Google LLC et al.,   **CRAMER IN SUPPORT OF GOOGLE'S**
25   Case No. 3:20-cv-05671-JD   **ADMINISTRATIVE MOTION TO FILE**
                                                UNDER SEAL
26   *Match Group, LLC et al. v. Google LLC et al.*,
     Case No. 3:22-cv-02746-JD
27   Judge: Hon. James Donato

28

                                                Case No. 3:21-md-02981-JD

1   I, Christian Cramer, declare as follows

2   A.   I am currently a Finance Director for Non-Party Google LLC (along with Google-

3   affiliated entities, "Google"). I have been employed by Google since September 2007 and have

4   held my current position since March 2017. Over the course of my employment at Google, I have

5   acquired personal knowledge of Google's practices and procedures concerning the maintenance of

6   the confidentiality of its strategic, business, and marketing information.

7   B.   I submit this declaration in support of the Administrative Motion to File Under Seal

8   filed on October 21, 2022 in *In re Google Play Store Antitrust Litigation*, Case No. 3:21-md-

9   02981-JD, *Epic Games, Inc. v. Google LLC et al.*, Case No. 3:20-cv-05671-JD, and *Match Group,*

10 *LLC et al. v. Google LLC et al.*, Case No. 3:22-cv-02746-JD.

11   C.   The facts set forth in this declaration are true and correct to the best of my

12 knowledge, information, and belief, and are based on my personal knowledge of Google's policies

13 and practices as they relate to the treatment of confidential information, the materials that were

14 provided to me and reviewed by me, and/or conversations with other knowledgeable employees of

15 Google. If called upon as a witness in this action, I could and would testify from my personal

16 knowledge and knowledge acquired from sources with factual foundation.

17   D.   As a matter of routine practice and internal policy, Google and its employees

18 strictly treat as confidential, *inter alia*, (i) internal, non-public financial information; (ii) non-

19 public commercial proposals to third parties; (iii) non-public agreements with third parties; (iv)

20 internal surveys and analyses of customer preferences, spending, revenue, market conditions,

21 business strategy, competitive dynamics, and commercial opportunities; (v) non-public financial

22 forecasts and business plans; (vi) trade secrets; and (vii) other sensitive material that, if publicly

23 disclosed, could potentially enable Google's competitors to undermine Google's competitive

24 position in the marketplace, allow current or prospective business partners or counterparties to

25 take unfair advantage of Google in negotiations or other business affairs, violate Google's

26 confidentiality obligations to third parties, or otherwise prejudice Google's business interests. In

27 my experience and to the best of my knowledge, Google does not disclose internal documents,

28 data, or information of this nature outside of the company, except to authorized third parties when

DECLARATION OF CHRISTIAN CRAMER IN SUPPORT OF GOOGLE'S
ADMINISTRATIVE MOTION TO FILE UNDER SEAL

1   so required or permitted by law or contract. To that end and in order to prevent inadvertent

2   revelation of this information to the public, Google has several policies in place like prohibiting

3   employees from accessing information beyond what is reasonably necessary to perform their

4   duties, limiting access to certain internal systems, permitting access to document databases on a

5   need-to-know basis, and requiring the use of an encrypted email system. I am also aware that,

6   generally, Google employees are required to sign a confidentiality agreement requiring each

7   employee to keep information confidential, and shared only within the company.

8   E.   Third parties—including Google's customers, suppliers, business partners, and

9   others who interact or transact with Google in an array of contexts—entrust highly sensitive, non-

10 public, and confidential information to Google every day. These third parties have an expectation

11 that Google can and will protect the confidentiality of that information. In many cases, Google is

12 contractually bound to keep that information confidential. In my experience and to the best of my

13 knowledge, Google does not disclose internal documents, data, or information reflecting third

14 parties' confidential information outside of the company, unless and only to the extent it has been

15 authorized (or is lawfully permitted or required) to do so. Rather, as noted above, Google policies

16 and protocols are designed to ensure the confidentiality of third-party material is strictly

17 maintained.

18   F.   I understand that the Administrative Motion to File Under Seal requests that the

19 Court maintain the specific information identified below under seal. For the reasons stated below,

20 this information is confidential and highly sensitive, and if publicly disclosed, could significantly

21 prejudice Google's competitive position by harming Google's relationship with business partners,

22 putting Google at unfair disadvantage in future business negotiations, and permitting Google's

23 competitors to gain unfair advantage in competition with Google.

24   **Specific Information to Be Sealed**

25   **Defendants' Opposition to Epic's and Match' Motions to Amend Complaints**

26   **[Dkt. No. 355]**

27   1.   **Page 3, lines 25 (between "developer" and "as 'illustrative'").** This text

28 contains confidential, non-public information regarding a non-party developer and implicates the

-2-   Case No. 3:21-md-02981-JD

DECLARATION OF CHRISTIAN CRAMER IN SUPPORT OF GOOGLE'S
ADMINISTRATIVE MOTION TO FILE UNDER SEAL

1   non-party's confidentiality interests by revealing the identity of that developer, specific deal terms

2   and financial considerations between Google and that developer, when the developer has a

3   reasonable expectation that Google will maintain the confidentiality of contractual agreements and

4   negotiations. Further, disclosure of this non-public information is likely to result in competitive

5   harm to Google, as it reveals strategic decision-making which, for example, could give a

6   competitor or potential business partner unfair leverage in competing against or negotiating with

7   Google. Moreover, Google's competitors could use this non-party information to unfairly target

8   Google's developer partners and offer specific deal terms designed to undercut those offered by

9   Google.

10   2.   **Page 5, lines 4-7 (between "They allege that, through 'Project Hug,' Google"**

11   **and end of sentence)**. This text contains confidential, non-public information regarding Google's

12   contractual agreements with non-party developers. Public disclosure of this information is likely

13   to result in competitive harm to Google, as it reveals Google's strategic decision-making , which,

14   for example, could give a competitor or potential business partner unfair leverage in competing

15   against or negotiating with Google. Moreover, Google's competitors could use this non-party

16   information to unfairly target Google's developer partners.

17   3.   **Page 5, lines 13-14 (between "reached with" and "*Id.*")**. This text contains

18   confidential, non-public information regarding a non-party developer, and implicates the non-

19   party's confidentiality interests, by revealing the identity of a Google business partner who is not

20   party to this litigation, and who has a reasonable expectation that Google will maintain the

21   confidentiality of contractual terms and its own confidential statements made during negotiations.

22   Further, disclosure of this non-public information is likely to result in competitive harm to Google,

23   as it reveals strategic decision-making, which, for example, could give a competitor or potential

24   business partner unfair leverage in competing against or negotiating with Google. Moreover,

25   Google's competitors could use this non-party information to unfairly target Google's developer

26   partners.

27   4.   **Page 6, line 27 (between "developers identified in the motions—" and " —were**

28   **produced")**. This text contains confidential, non-public information regarding a non-party

DECLARATION OF CHRISTIAN CRAMER IN SUPPORT OF GOOGLE'S
ADMINISTRATIVE MOTION TO FILE UNDER SEAL

developer, and implicates the non-party's confidentiality interests, by revealing the identity of a Google business partner who is not party to this litigation, and who has a reasonable expectation that Google will maintain the confidentiality of contractual terms and its own confidential statements made during negotiations. Further, disclosure of this non-public information is likely to result in competitive harm to Google, as it reveals strategic decision-making, which, for example, could give a competitor or potential business partner unfair leverage in competing against or negotiating with Google. Moreover, Google's competitors could use this non-party information to unfairly target Google's developer partners

5.   **Page 7, lines 4-5 (between "focused questioning," and ", at his deposition nine months ago.")**. This text contains confidential, non-public information regarding a non-party developer, and implicates the non-party's confidentiality interests, by revealing the identity of a Google business partner who is not party to this litigation, and who has a reasonable expectation that Google will maintain the confidentiality of contractual terms and its own confidential statements made during negotiations. Further, disclosure of this non-public information is likely to result in competitive harm to Google, as it reveals strategic decision-making, which, for example, could give a competitor or potential business partner unfair leverage in competing against or negotiating with Google. Moreover, Google's competitors could use this non-party information to unfairly target Google's developer partners.

6.   **Page 7, line 8 (between "developers,' including" and "'to stop them from'")**. This text contains confidential, non-public information regarding a non-party app developer and implicates the non-party's confidentiality interests by revealing the identity of that developer and its statements made during negotiations, when that developer has a reasonable expectation that Google will maintain the confidentiality of those negotiations and related contractual agreements. Further, disclosure of this non-public information is likely to result in competitive harm to Google, as it reveals the company's internal strategic decision-making, which, for example, could give a competitor or potential business partner unfair leverage in competing against or negotiating with Google. Additionally, Google's competitors could use this non-party information to unfairly target Google's developer partners.

DECLARATION OF CHRISTIAN CRAMER IN SUPPORT OF GOOGLE'S
ADMINISTRATIVE MOTION TO FILE UNDER SEAL

7.   **Page 7, lines 20-22 (between start of sentence and "and Google employee";
between "testified that Google and" and "never entered"; between "an agreement that" and
"would not open"; and between "Ex. D" and "Dep.")**. This text contains confidential, non-
public information regarding a non-party app developer and implicates the non-party's
confidentiality interests by revealing the identity of that developer, when that developer has a
reasonable expectation that Google will maintain the confidentiality of those negotiations and
related contractual agreements. Further, disclosure of this non-public information is likely to
result in competitive harm to Google, as it reveals the company's internal strategic decision-
making, which, for example, could give a competitor or potential business partner unfair leverage
in competing against or negotiating with Google. Additionally, Google's competitors could use
this non-party information to unfairly target Google's developer partners.

8.   **Page 10, line 24 (between "amendments mention," and ", but they also")**. This
text contains confidential, non-public information regarding Google's contractual agreements with
non-party developers. Public disclosure of this information is likely to result in competitive harm
to Google, as it reveals Google's strategic decision-making , which, for example, could give a
competitor or potential business partner unfair leverage in competing against or negotiating with
Google. Moreover, Google's competitors could use this non-party information to unfairly target
Google's developer partners.

Pomerantz Declaration iso Opposition to Epic's and Match' Motions to Amend Complaints

[Dkt. No. 355]

9.   **Ex. C to Pomerantz Declaration (M. Marchak Dep. Tr.), page 382:24 (between
"recollection" and end of line)**.   This text contains confidential, non-public information
regarding non-party developers and implicates the non-parties' confidentiality interests by
revealing the identity of those developers, when the non-party developers have a reasonable
expectation of confidentiality. This text further reflects the substance of commercially sensitive
discussions relating to those developers' business strategies, and discussion of confidential
commercial agreements with those developers. Public disclosure of this information could cause

1   competitive harm to both non-parties and to Google. For example, Google's competitors could

2   use this information in their own commercial negotiations to obtain a competitive advantage

3   against Google with respect to deal terms. With respect to the non-parties, disclosure of their non-

4   public, confidential discussions with Google could negatively affect their relationship with Google

5   and future business dealings.

6   10.   **Ex. C to Pomerantz Declaration (M. Marchak Dep. Tr.), page 383:1-6**

7   **(between start of page and "I don't"; and between "more details" and "We'll get")**. This

8   text contains confidential, non-public information regarding non-party developers and implicates

9   the non-parties' confidentiality interests by revealing the identity of those developers, when the

10   non-party developers have a reasonable expectation of confidentiality. This text further reflects

11   the substance of commercially sensitive discussions relating to those developers' business

12   strategies, and discussion of confidential commercial agreements with those developers. Public

13   disclosure of this information could cause competitive harm to both non-parties and to Google.

14   For example, Google's competitors could use this information in their own commercial

15   negotiations to obtain a competitive advantage against Google with respect to deal terms. With

16   respect to the non-parties, disclosure of their non-public, confidential discussions with Google

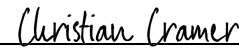17   could negatively affect their relationship with Google and future business dealings.

18   11.   **Ex. C to Pomerantz Declaration (M. Marchak Dep. Tr.), page 384:12-14**

19   **(between "not only" and "considered their own")**. This text contains confidential, non-public

20   information regarding non-party developers and implicates the non-parties' confidentiality

21   interests by revealing the identity of those developers, when the non-party developers have a

22   reasonable expectation of confidentiality. This text further reflects the substance of commercially

23   sensitive discussions relating to those developers' business strategies, and discussion of

24   confidential commercial agreements with those developers. Public disclosure of this information

25   could cause competitive harm to both non-parties and to Google. For example, Google's

26   competitors could use this information in their own commercial negotiations to obtain a

27   competitive advantage against Google with respect to deal terms. With respect to the non-parties,

28

DECLARATION OF CHRISTIAN CRAMER IN SUPPORT OF GOOGLE'S
ADMINISTRATIVE MOTION TO FILE UNDER SEAL

1   disclosure of their non-public, confidential discussions with Google could negatively affect their

2   relationship with Google and future business dealings.

3   12.   Because the public disclosure of the confidential material described above would

4   harm Google's competitive position in the marketplace, there is good cause and there are

5   compelling reasons to seal this material.

6

7

8

9

10

11

12

13

14

15

16

17

18

19

20

21

22

23

24

25

26

27

28

DECLARATION OF CHRISTIAN CRAMER IN SUPPORT OF GOOGLE'S
ADMINISTRATIVE MOTION TO FILE UNDER SEAL

1   I declare under penalty of perjury that the foregoing is true and correct. Executed on this

2 20th day of October 2022 in Wailea, Maui County, Hawaii.

3

4

DocuSigned by:

5   *Christian Cramer*

Christian Cramer — B4481B12EA7742A...

6

7

8

9

10

11

12

13

14

15

16

17

18

19

20

21

22

23

24

25

26

27

28

DECLARATION OF CHRISTIAN CRAMER IN SUPPORT OF GOOGLE'S
ADMINISTRATIVE MOTION TO FILE UNDER SEAL